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Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
38th Annual General Meeting of the Equity shareholders of
Kulkarni Power Tools Limited

Dear Sir,

I, Milind Kasodekar, Partner, MRM Associates, Company Secretaries, having its office at 77, Vijay Nagar Colony 2147, Sadashiv Peth Pune 411030, have been appointed as scrutinizer of Kulkarni Power Tools Limited ("the company") having its Registered Office Address at Shirol, Dist.: Kolhapur, 416 103 for the purpose of scrutinizing the e- voting process and ballot process in a fair and transparent manner & ascertaining the requisite majority on e-voting and ballot process carried out as per the provisions of Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 38th Annual General Meeting of the Equity shareholders of Kulkarni Power Tools Limited held on Saturday the 27th day of September, 2014 at Registered Office at Shirol, Dist.: Kolhapur 416 103 We submit our report as under:

- 1. The e-voting period remained open from 22nd September, 2014 to 24th September, 2014 (Both days inclusive).
- 2. The shareholders holding shares as on the "cut off" date i.e 22nd August, 2014 were entitled to vote through e-voting and those who were present on the date of the Annual General Meeting, and not opted to vote through e-voting process were entitled to vote through ballot process on the proposed resolutions (item no. 1 to 12 as set out in the Notice of the 38th Annual General Meeting of Kulkarni Power Tools Limited
- 3. The votes for e-voting process were unblocked on 24th day of September, 2014 around 06:30 P.M in the presence of two witnesses, Ms. Meenal Khare and Ms. Bhavana Oswal who are not in the employment of the company.





Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Central Depository Services Limited (CDSL).

- 4. Further, on the date of the Annual General Meeting, 24 shareholders voted through ballot process.
- 5. The result of the e-voting as well as ballot process is as under:

Resolution 1 – Consideration and adoption of the Audited Balance Sheet of Company as at 31st March, 2014, Statement of Profit and Loss Account and Cash flow Statement for the year ended on that date together with the report of the Directors and the Auditors, thereon

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	favo			
E-Voting			6		4.	5359			
Ballot		54 r	24		13	4407	5		
TOTAL			30		13	8943	4	 99.99	99

(ii) Voted against the resolution:

Type Voting	of	Number of voted	members	Number cast in resolution	agai		101545 112550		
E-Voting					10	V			
Ballot		()		0				-
TOTAL		1			10			0.00	1

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA ·
Ballot	NIL	NA





Resolution 2 – Declaration of Dividend on Equity Shares for the year ended on 31st March, 2014

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members		favo		% of total number of valid votes cast
E-Voting			6		4.	5359		
Ballot			24		13	4407	5	
TOTAL			30		13	8943	4	99.999

(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	agai			
E-Voting		31	1			10			- 14
Ballot			0			0			
TOTAL			1			10		0.00)1

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them				
E-Voting	NIL	. NA				
Ballot	NIL	NA				

Resolution 3 – Appointment of Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members		favo		% of total number of valid votes cast
E-Voting			6		4	5359		
Ballot			24	,	13	4407	5	
TOTAL			30		13	8943	4	99.999





(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	agai	1		
E-Voting			1			10			-
Ballot			0			0			-
TOTAL			1			10		0.00)1

(iii) Invalid votes:

Type Voting	of	Total number of members whose votes were declared invalid	Total number of votes cast by them				
E-Votin	ng	NIL	NA				
Ballot		NIL	NA				

Resolution 4 – Appointment of Mrs.Prabha Kulkarni, as a Director of the Company in place of Mr.S.N.Inamdar who retires at the end of ensuing Annual General Meeting and does not seek reappointment

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	favo		1 2000 St. 2001		
E-Voting			5		4	3359				•
Ballot			24		13	4407	5			•
TOTAL		34	2.9		13	8743	4		99.8	6

(ii) Voted against the resolution:

Type Voting	of	Number of voted	members	Parameter and State of State o	 % of total number of valid votes cast
E-Voting		2		2010	
Ballot		C)	0	
TOTAL		2		2010	0.14





(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA .
Ballot	NIL	NA

Resolution 5 - Appointment of Mr.S.C.Kirloskar as an Independent Director.

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	favo				
E-Voting			6		4.	5359				
Ballot		2:	24		13	4407	5			
TOTAL			30		13	8943	4	10	99.99	9

(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members		agai	% of total number of valid votes cast
E-Voting			1	-W. (128)		10	
Ballot			0		-	0	
TOTAL		10 Te	1	1 "		10	0.001

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA





Resolution 6 - Appointment of Mr.D.C.Shroff as an Independent Director.

(i) Voted in favour of the resolution:

Type o Voting	f Number of member voted	Number of votes cast in favour of resolution	The state of the s
E-Voting	6	45359	
Ballot	24	1344075	
TOTAL	30	1389434	99.999

(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	agai	100000		
E-Voting			1			10			-
Ballot			0			0			-
TOTAL			1			10		0.00)1

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

Resolution 7 - Appointment of Mr. M. L. Apte as an Independent Director.

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	fav					
E-Voting			6		4	5359)		-		100
Ballot			24		13	4407	74		_		8)
TOTAL			30		13	8943	34		99	.99	9





(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	agai			
E-Voting			1			10			-
Ballot			0			0			•
TOTAL			1			10	- 4	0.00	1

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

Resolution 8 - Appointment of Mr.S.S.Shirgaokar as an Independent Director.

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members	Numbe cast in resoluti	n fa					
E-Voting			6			453.	59				-
Ballot			24		13	344	075				
TOTAL			30	-	13	389	434		9	9.9	99

(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members	agai	% of total number of valid votes cast
E-Voting			1		10	
Ballot			0		0	
TOTAL			1		10	0.001





(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	NIL	NA
Ballot	NIL	NA

Resolution 9 - Change in the terms of appointment of Mr.P.A.Kulkarni

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast in favour of resolution	
E-Voting	5	43359	
Ballot	24	1344075	
TOTAL	29	1387434	99.86

(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members	Number cast in resolution	agai			
E-Voting			2		2	2010			-
Ballot			0			0			
TOTAL		-	2		2	010		0.14	1

Type	of	Total number of members whose votes	Total number of votes
Voting		were declared invalid	cast by them
E-Voting		NIL	NA
Ballot		NIL	NA





Resolution 10 – Change in the terms of appointment of Mr. D. B. Kulkarni

(i) Voted in favour of the resolution:

Type Voting	of	Number of voted	members		favo		% of tota of valid vot	
E-Voting		5		4.	3359			
Ballot		24		13	4407	5		
TOTAL		29		13	8743	4	99.	86

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast in against of resolution	
E-Voting	2	2010	
Ballot	0	0	<u> </u>
TOTAL	2	2010	0.14

(iii) Invalid votes:

Type Voting	of	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting		NIL	NA
Ballot		NIL	NA

Resolution 11 - Borrowing Powers

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of	members		favo		% of total number of valid votes cast
E-Voting			6		4	5359		
Ballot			24		13	4407	5	26 2775 475
TOTAL			30		13	8943	1	99.999





(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members	agai	% of total number of valid votes cast
E-Voting	RS		1		10	
Ballot			0		0	
TOTAL			1		10	0.001

(iii) Invalid votes:

Type	of	Total number of members whose votes	Total number of votes
Voting		were declared invalid	cast by them
E-Voting		NIL	NA
Ballot		NIL	NA

Resolution 12 - Mortgage / Charge of Assets

(i) Voted in favour of the resolution:

Type Voting	of	Number voted	of members			% of total number of valid votes cast
E-Voting			6	45359		
Ballot			24	134407	5	55755
TOTAL	1655		30	138943	1	99.999

(ii) Voted against the resolution:

Type Voting	of	Number voted	of	members ,	agai		total numbe d votes cast
E-Voting			1		10		
Ballot			0,		0		
TOTAL			1		10		0.001

Type Voting	of	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-Voting	100	NIL	, NA
Ballot		NIL	NA





c) Voting shall remain in our safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

ASSO

Thanking you, Yours faithfully,

CS Milind Kasodekar

Scrutinizer

Place: Pune.

Date: 27th September, 2014